

WC 04-415

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October 29, 2004

VIA FEDERAL EXPRESS

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: *Joint Application of MCG Capital Corporation and Broadview Networks Holdings, Inc. for Section 214 Authority to Transfer Control of Broadview Networks, Inc. and Broadview NP Acquisition Corp., Authorized U.S. International and/or Domestic Communications Common Carriers*

Dear Ms. Dortch:

On behalf of MCG Capital Corporation (“MCG”) and Broadview Networks Holdings, Inc. (“Broadview Holdings”), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of Broadview Networks, Inc. and Broadview NP Acquisition Corp., from Broadview Holdings to MCG.

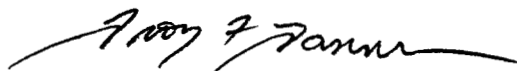
Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00, payable to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application (“Combined Application”). Applicants are simultaneously filing the Combined Application with the International Bureau, in accordance with the Commission’s rules.

Ms. Marlene H. Dortch, Secretary
October 29, 2004
Page 2

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope enclosed herein. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Troy F. Tanner", with a long horizontal flourish extending to the right.

Catherine Wang
Troy F. Tanner
Edward S. Quill

Counsel for MCG Capital Corporation

Enclosures

cc (via email):

William Dever (WCB)
Julie Veach (WCB)
Tracey Wilson (WCB)
Brad E. Mutschelknaus (KDW)
Melissa S. Conway (KDW)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin Shereff Friedman, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME MCG Capital Corporation			
(14) STREET ADDRESS LINE NO. 1 1100 Wilson Boulevard			
(15) STREET ADDRESS LINE NO. 2 Suite 3000			
(16) CITY Arlington		(17) STATE VA	(18) ZIP CODE 22209
(19) DAYTIME TELEPHONE NUMBER (include area code) 703-247-7500		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0006833503		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Troy F. Tanner</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Troy F. Tanner</u>		DATE <u>10/29/04</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

MCG CAPITAL CORPORATION,)

Transferee)

and)

BROADVIEW NETWORKS HOLDINGS, INC.)

Transferor)

Notice of and Request For Grant of Authority)
Pursuant to Section 214 of the Communications Act)
of 1934, as amended, and Sections 63.04 and 63.24)
of the Commission's Rules to Complete a)
Transfer of Control of Broadview Networks, Inc., an)
Authorized International and Domestic Interstate)
Carrier, and Broadview NP Acquisition Corp., a)
Domestic Interstate Carrier)
_____)

File No. ITC-T/C-2004 _____

WC Docket No. 04-_____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

MCG Capital Corporation ("MCG") and Broadview Networks Holdings, Inc. ("Broadview Holdings")(MCG and Broadview Holdings collectively, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 & 63.24, notify the Commission and respectfully request authority to complete a series of transactions which will result in a transfer of control of Broadview Holdings' two subsidiaries holding international and/or domestic

Section 214 authority, namely Broadview Networks, Inc. ("Broadview Networks") and Broadview NP Acquisition Corp. ("Broadview NP")(Broadview Networks and Broadview NP, together "Broadview Operating Companies" or "Licensees"). In particular, MCG's wholly owned subsidiary, BridgeCom Holdings, Inc. ("BridgeCom Holdings") and Broadview Holdings have entered into an Agreement and Plan of Merger ("Agreement"), dated as of October 29, 2004, pursuant to which a newly formed wholly owned subsidiary of Broadview Holdings, BV-BC Acquisition Corporation, ("BV-BC"), will merge with and into BridgeCom Holdings. As a result, BridgeCom Holdings will become a wholly owned subsidiary of Broadview Holdings. At the same time, MCG will acquire a substantial equity interest and majority voting control of Broadview Holdings. MCG will thereby acquire indirect control over the Broadview Operating Companies and retain ultimate control over BridgeCom Holdings and its operating subsidiaries. All of the transactions described herein will be completed at the holding company level and will not change the rates, terms or conditions under which the Broadview Operating Companies provide service. The proposed transactions will be transparent to customers of the Broadview Operating Companies.

B. Request for Expedited Consideration

Although the proposed transactions will not change the services provided to customers, Applicants expect that the proposed transactions will improve their business operations. In light of the substantial benefits that Applicants expect from the proposed transactions, Applicants seek expedited approval to allow Applicants to complete the proposed transactions as soon as possible.

C. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates are dominant with respect to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are foreign carriers, or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

In support of this Application, Applicants provide the following information:

II. THE APPLICANTS

A. MCG Capital Corporation

MCG is a corporation formed under the laws of the State of Delaware with principal offices located at 1100 Wilson Boulevard, Suite 3000, Arlington, Virginia 22209. MCG is a publicly held financial services company (traded on the NASDAQ under the MCGC symbol) that provides financing and advisory services to a variety of small to mid-sized communications, information services, media and technology companies throughout the United

States. Further information pertaining to MCG, including MCG's financial information and results of operations can be found in MCG's 2002 Annual Report and recent Securities and Exchange Commission filings which are available on line at: <http://investor.mcgcapiatal.com/> and are incorporated herein by reference.

MCG's wholly owned subsidiary, BridgeCom Holdings, is a Delaware corporation with principal offices located at 115 Stevens Avenue, Third Floor, Valhalla, New York 10595. BridgeCom Holdings is the corporate parent of BridgeCom International, Inc. ("BridgeCom"), which provides competitive local exchange services primarily in the mid-Atlantic and Northeast regions along with interexchange services in approximately twenty states, and TruCom Corporation ("TruCom") which is authorized to provide competitive interexchange and local exchange service in New York and New Jersey. Both BridgeCom and TruCom also hold domestic and international Section 214 authority, pursuant to FCC File Nos. ITC-214-19971104-00683 (TruCom) and ITC-214-19971020-00645 (BridgeCom).

MCG also has another wholly owned subsidiary, Cleartel Communications, Inc. ("Cleartel"), that is authorized through several subsidiaries to provide competitive local exchange services and interexchange services in approximately thirty states. Cleartel, however, is not a subsidiary of BridgeCom Holdings, and therefore is not affected by this transaction.

B. Broadview Networks Holdings, Inc.

Broadview Holdings is a Delaware corporation, privately held by a number of institutional and other investors. Information about Broadview Holdings' current investors and shareholders is available online at:

http://www.broadviewnet.com/aboutus/investor_relations.asp?scenario=0. Information and

management biographies for the Broadview management team can be found online at:

http://www.broadviewnet.com/aboutus/executive_team.asp?scenario=0.

Broadview Holdings is the parent company of Broadview Networks and Broadview NP. Broadview Networks is a New York corporation with offices located at 59 Maiden Lane, 27th Floor, New York, New York 10038. Broadview Networks is a network-based electronically integrated communications provider which serves small and medium-sized businesses and communications-intensive residential customers in the northeastern and mid-Atlantic United States. Broadview Networks offers integrated communications solutions, including local, long-distance and international voice services; data services; and dial-up and high-speed Internet services using digital subscriber line (DSL) and other advanced technologies. Broadview Networks is authorized to provide competitive telecommunications services in approximately 22 states and holds authority from the FCC to provide international and interstate service. Broadview Networks is authorized to provide international services pursuant to Section 214 authority granted in File No. ITC-214-20000128-00044 and interstate services pursuant to blanket domestic Section 214 authority.

Broadview NP is a Delaware Corporation with principal offices located at 59 Maiden Lane, 27th Floor, New York, New York 10038. Broadview NP also is a wholly owned subsidiary of Broadview Holdings. Broadview NP is authorized to provide interstate services pursuant to blanket domestic Section 214 authority. Broadview NP also holds authority to provide interexchange service and, in some instances, competitive local exchange service in 23 states.

III. DESCRIPTION OF THE TRANSACTIONS

Applicants propose to complete a series of transactions ("Transactions") which will result in a change of control of the Broadview Operating Companies. In particular, BridgeCom Holdings and Broadview Holdings have entered into an Agreement and Plan of Merger ("Agreement") dated as of October 29, 2004.¹ Pursuant to that Agreement, Broadview Holdings will create a new merger subsidiary, BV-BC, which will be merged with and into BridgeCom Holdings, with BridgeCom Holdings surviving the merger. As a result, BridgeCom Holdings will become a wholly owned direct subsidiary of Broadview Holdings, and BridgeCom International, Inc. and TruCom Corporation will become wholly owned indirect subsidiaries of Broadview Holdings.²

In return for transferring its interest in BridgeCom Holdings to Broadview Holdings, MCG (currently the indirect sole owner of BridgeCom Holdings) will receive a substantial equity interest along with voting control (60%) of Broadview Holdings.³ Accordingly, as a result of the proposed Transactions, MCG will acquire indirect control of Broadview Holdings, Broadview Networks and Broadview NP. MCG will also retain indirect control of BridgeCom and TruCom, through its interests in Broadview Holdings. Current Broadview Holdings

¹ A copy of the Agreement will be provided upon request.

² Because MCG will continue to retain ultimate control of BridgeCom International, Inc. and TruCom Corporation, the proposed transactions are *pro forma* in nature with respect to those entities. As a result, in accordance with Commission Rules 63.03(d) and 63.24(d), 47 C.F.R. §§ 63.03(d) & 63.24(d), MCG hereby notifies the Commission of the *pro forma* transfer of control of BridgeCom International, Inc. and TruCom Corporation, and certifies that the transfer is *pro forma* and that, together with all previous *pro forma* transactions, if any, does not result in a change in the actual controlling party.

³ Although MCG will obtain and will exercise majority voting control over Broadview Holdings, and therefore indirectly over the Broadview Operating Companies, MCG's economic interest in Broadview Holdings will be approximately 49%.

shareholders will continue to hold significant minority interests in Broadview Holdings and therefore, indirectly, in Applicants. An illustrative chart of the proposed Transactions is provided in Exhibit A.

The proposed Transactions will be completed at the holding company level and consummation of the Transactions will not result in any transfer or assignment of the operating authority held by either of the Broadview Operating Companies or their respective customers or result in any change of the names under which the operating companies provide service. The Broadview Operating Companies will each continue to provide service to their respective customer bases and immediately following the Transactions, the Broadview Operating Companies will continue to conduct their respective operations in substantially the same manner in which those operations are currently conducted. Customers of the Broadview Operating Companies will continue to receive service under the same rates, terms and conditions that currently apply to those services. As a result, the proposed Transactions will be transparent to interstate and international customers of the Broadview Operating Companies.

IV. PUBLIC INTEREST STATEMENT

The proposed Transactions described above will serve the public interest by providing the Broadview Operating Companies greater access to capital and allowing the Broadview Operating Companies to realize certain operational and other efficiencies which will allow them to streamline their respective operations, better utilize their respective resources, and improve implementation of their business strategies going forward. Those benefits will facilitate the ability of the Broadview Operating Companies to compete in their respective markets and to continue to provide high quality services to existing customers.

The proposed Transactions are, in particular, expected to permit expanded, and thus more efficient and effective use of the networks of the Broadview Operating Companies. The proposed Transactions will also allow the Applicants to draw on their respective strengths and best practices in a manner that they expect will allow them to operate and compete more effectively in the interstate and international telecommunications market. The proposed Transactions are therefore expected to allow Applicants to better utilize their respective financial and managerial resources.

At the same time, the proposed indirect changes in ownership of the Broadview Operating Companies will not inconvenience, confuse or otherwise harm customers. Indeed, immediately following the proposed Transactions, the customers of the Broadview Operating Companies will continue to receive service under the same rates, terms and conditions of service as those customers currently receive. The proposed Transactions therefore will be entirely transparent to customers of the Broadview Operating Companies in terms of the services they receive. In sum, the proposed Transactions are expected to enhance the ability of the Broadview Operating Companies to provide high-quality telecommunications services which should invigorate competition and thereby benefit consumers of interstate and international telecommunications services.

Given the increasingly complex and competitive nature of telecommunications markets, Applicants are seeking to complete the proposed Transactions as soon as possible in order to ensure that Applicants can obtain rapidly the benefits of the proposed Transactions. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's rules, the Applicants submit the following information requested in paragraphs (a) through (d) of Section 63.18, for the Broadview Operating Companies (the licensees), transferor Broadview Holding, and transferee MCG, and also submit the information requested in paragraphs (h) through (p) of Section 63.18 for the transferee MCG:

63.18 (a) Name, address and telephone number of each Applicant:

Transferee:

MCG Capital Corporation
1100 Wilson Boulevard
Suite 3000
Arlington, Virginia 22209
Telephone: (703) 247-7500
FRN: 0006833503

Transferor:

Broadview Network Holdings, Inc.
59 Maiden Lane, 27th Floor
New York, New York 10038
Telephone: (212) 400-1000
FRN: 0010296853

Licensees:

Broadview Networks, Inc.
59 Maiden Lane, 27th Floor
New York, New York 10038
Telephone: (212) 400-1000
FRN: 0003775285

Broadview NP Acquisition Corp.
59 Maiden Lane, 27th Floor
New York, New York 10038
Telephone: (212) 400-1000
FRN: 0007388333

63.18 (b) Jurisdiction of Organizations:

Transferee:

MCG is a corporation organized and existing under the laws of the State of Delaware.

Transferor:

Broadview Holdings is a corporation organized and existing under the laws of the State of Delaware.

Licensees:

Broadview Networks, Inc. is a corporation organized and existing under the laws of the State of New York.

Broadview NP Acquisition Corp. is a corporation organized and existing under the laws of the State of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

Catherine Wang
Troy F. Tanner
Edward S. Quill, Jr.
Swidler Berlin Shereff Friedman, LLP
3000 K Street NW
Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
CWang@swidlaw.com (E-Mail)
TFTanner@swidlaw.com (E-Mail)
ESQuill@swidlaw.com (E-Mail)

With copies to:

Brad E. Mutschelknaus
Melissa S. Conway
Kelley Drye & Warren LLP
1200 19th Street, N.W., Suite 500
Washington, DC 20036
(202) 955-9765 (Tel)
(202) 955-9792 (Fax)
BMutschelknaus@kelleydrye.com (E-Mail)
MConway@kelleydrye.com (E-Mail)

63.18 (d) MCG does not hold any domestic or international Section 214 authority. It does have two indirect subsidiaries, BridgeCom International, Inc. and TruCom

Corporation that are authorized to provide facilities-based and resold international services pursuant to Section 214 authority granted in FCC File Nos. ITC-214-19971104-00683 (TruCom) and ITC-214-19971020-00645 (BridgeCom). These carriers also hold blanket domestic Section 214 authority.

Broadview Holdings does not hold any domestic or international Section 214 authority. Its subsidiaries hold the following authorizations from the FCC. Broadview Networks, Inc. is authorized to provide facilities-based and resold international services pursuant to Section 214 authority granted in FCC File No. ITC-214-20000128-00044. Broadview NP Acquisition Corp. does not hold international Section 214 authority. Both Broadview Networks, Inc. and Broadview NP Acquisition Corp. hold blanket domestic Section 214 authority.

- 63.18 (h)** Following the completion of the proposed transactions, the following entities will directly or indirectly own 10% or more of **Broadview Networks, Inc. and Broadview NP Acquisition Corp.:**

Name:	Broadview Network Holdings, Inc.
Address:	59 Maiden Lane, 27th Floor New York, New York 10038
Citizenship:	U.S.
Principal Business:	Holding Company
% Equity:	100%

The following entities will directly own ten percent (10%) or more of the equity of **Broadview Network Holdings, Inc.:**

Name:	MCG Finance Corporation IH
Address:	1100 Wilson Boulevard Suite 3000 Arlington, Virginia 22209
Citizenship:	U.S.
Principal Business:	Holding Company
% Equity:	60% ⁴

⁴ Although MCG, through MCG Finance Corporation IH, will obtain and will exercise majority voting control over Broadview Holdings, and therefore indirectly over the Broadview Operating Companies, MCG's economic interest in Broadview Holdings will be approximately 49%.

Name: Baker Communications Fund II (QP), L.P.⁵
Address: 540 Madison Avenue, 29th Floor
New York, New York 10022
Citizenship: U.S.
Principal Business: Investments
% Equity: 13.3%

The following entities will directly own ten percent (10%) or more of the equity of **MCG Finance Corporation IH**:

Name: MCG Capital Corporation
Address: 1100 Wilson Boulevard
Suite 3000
Arlington, Virginia 22209
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

The following entity will directly own ten percent (10%) or more of the equity of **MCG Capital Corporation**:

Name: GS Capital Partners 2000, L.P.
Address: c/o Goldman, Sachs & Co.
85 Broad Street -- 10th Floor
New York, NY 10004
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 13%

The following entity is deemed under FCC rules to directly own or control ten percent (10%) or more of the equity of **GS Capital Partners 2000, L.P.**:

Name: GS Advisors 2000, L.L.C.
Address: c/o Goldman, Sachs & Co.
85 Broad Street -- 10th Floor
New York, NY 10004
Citizenship: U.S.
Principal Business: Investment Partnership
% Equity: General Partner

⁵ The General Partner of Baker Communications Fund II (QP), L.P. is Baker Capital Partners II, L.L.C., a U.S. limited liability company.

The following entity owns ten percent (10%) or more of the equity of **GS Advisors 2000, L.L.C.**:

Name: The Goldman Sachs Group, Inc.
Address: c/o Goldman, Sachs & Co.
85 Broad Street -- 10th Floor
New York, NY 10004
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

The Goldman Sachs Group, Inc. is a publicly and widely held corporation traded on the New York Stock Exchange under the ticker symbol GS. Upon information and belief, no entity owns more than half of the equity of The Goldman Sachs Group, Inc.

Other than the foregoing, following the transactions, to the best of the Applicants knowledge no other person or entities will directly or indirectly own ten percent (10%) or more of the equity of **Broadview Networks, Inc. and Broadview NP Acquisition Corp.**

Applicants have only one interlocking director with a foreign carrier to report: David Ruberg, a director of Broadview Holdings, also is a director of QSC AG, a non-dominant telecommunications services carrier in Germany.

- 63.18 (i)** MCG certifies that it is not a foreign carrier, nor is it affiliated with a foreign carrier, nor will Broadview Networks be affiliated with a foreign carrier as a result of this transaction.
- 63.18 (j)** MCG certifies that it, through its licensed subsidiaries, does not seek to provide international telecommunications services to any destination country where:
- (1) MCG is a foreign carrier in that country; or
 - (2) MCG controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of Broadview Networks, or that controls Broadview Networks, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Broadview Networks and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.

63.18 (m) Not applicable.

63.18 (n) MCG certifies that it and its licensed subsidiaries have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transactions is set forth in **Section III** above.

(a)(7) The Transferor and its affiliates provide domestic telecommunications services as follows:

Broadview Networks, Inc. provides resold and/or facilities-based competitive interexchange and local exchange services in California, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Illinois, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Texas, Vermont, Virginia and West Virginia. Broadview Networks also has two wholly owned subsidiaries (Broadview Networks, Inc. of Mass. and Broadview Networks, Inc. of VA) who provide service in Massachusetts and Virginia only.

Broadview NP Acquisition Corp. holds authority to provide interexchange service and, in some instances, competitive local exchange service in the following 23 states, New York, Massachusetts, New Jersey, Virginia, Michigan,

Delaware, Rhode Island, Pennsylvania, New Hampshire, Texas, California, Illinois, Maine, Maryland, Ohio, Vermont, West Virginia, Connecticut, Indiana, Montana, Nevada, Oklahoma and Colorado.

The Transferee and its affiliates provide domestic telecommunications services as follows:

BridgeCom and TruCom provide resold and facilities-based competitive interexchange and local exchange services primarily in the New York/New Jersey area. BridgeCom also provides interexchange services in Arkansas, California, Connecticut, Florida, Georgia, Illinois, Iowa, Kansas, Maine, Massachusetts, Michigan, Ohio, Pennsylvania, Rhode Island, Texas and Washington.

MCG also has a wholly owned subsidiary named Cleartel Communications, Inc. that is authorized, through its subsidiaries⁶, to provide competitive interexchange and local exchange services in Alabama, Arkansas, California, Connecticut, District of Columbia, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, North Carolina, New Jersey, New York, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Wisconsin.

Neither the Transferor or Transferee are affiliated, as that term is defined in Section 3(1) of the Communications Act of 1934, as amended, with any other U.S. domestic common carrier not listed above.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in

⁶ The Cleartel subsidiaries are Cleartel Telecommunications, Inc., Cleartel Telecommunications of Virginia, Inc., Now Communications, Inc., and Telecon Communications Corp.

compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

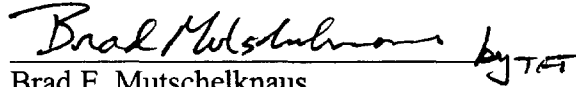
For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to consummate the proposed Transactions as soon as possible.

Respectfully submitted,



Catherine Wang
Troy F. Tanner
Edward S. Quill, Jr.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, Suite 300
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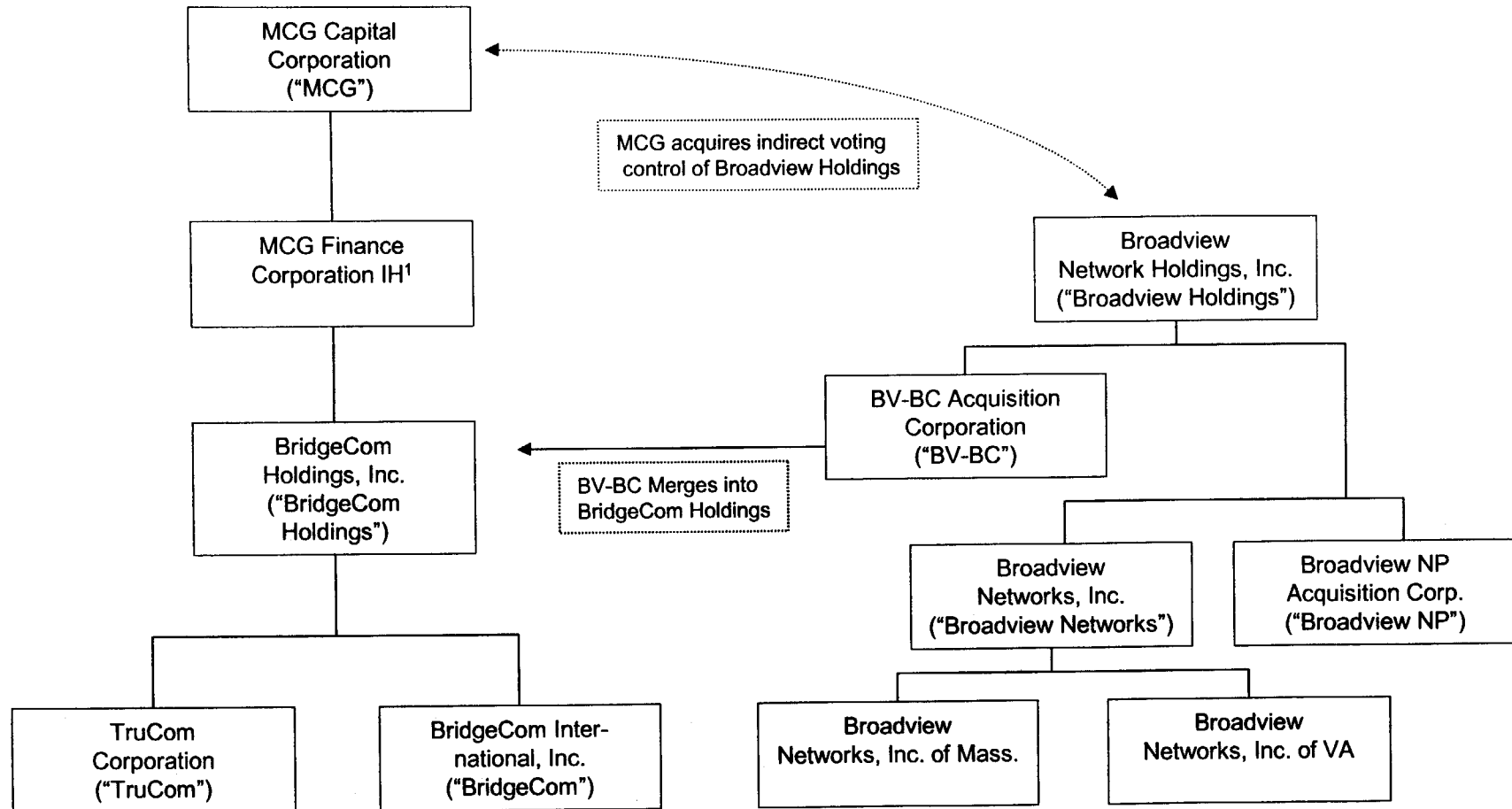
Dated: October 29, 2004

Exhibit A

Illustrative Chart

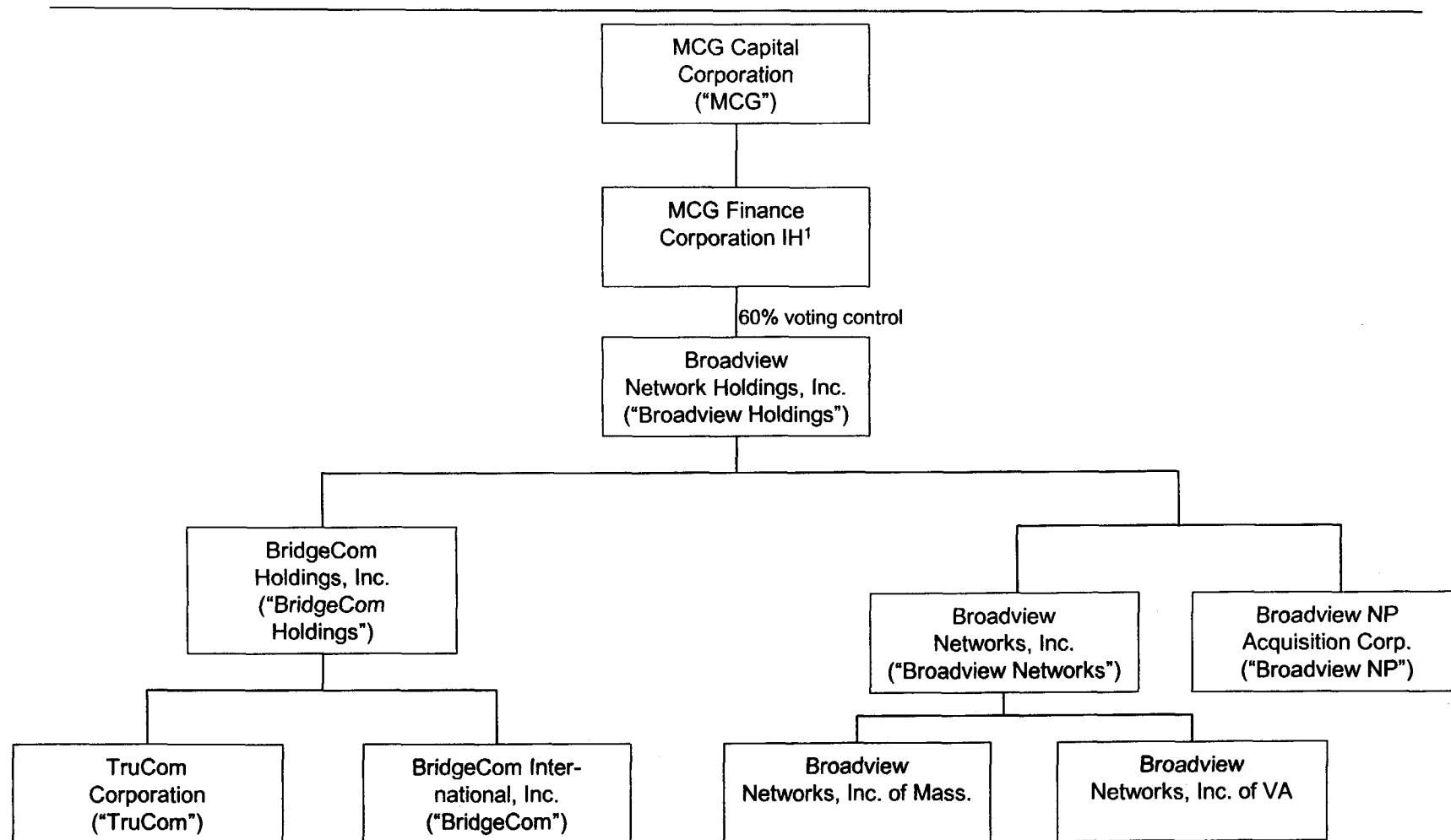
BridgeCom/Broadview Illustrative Chart

Pre-Transaction



BridgeCom/Broadview Illustrative Chart

Post-Transaction

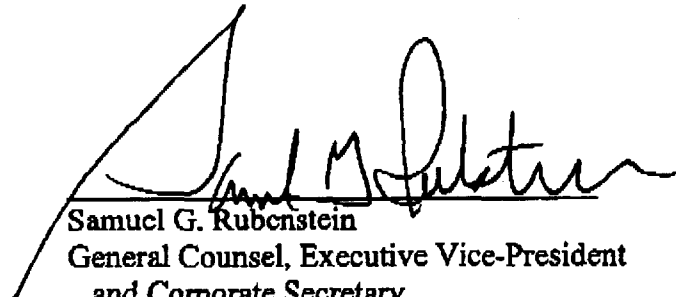


¹ Currently a corporation, but may be converted to an Limited Liability Company in connection with the proposed transaction.

Verifications

CERTIFICATION

I, Samuel G. Rubenstein, General Counsel, Executive Vice-President and Corporate Secretary of MCG Capital Corporation ("MCG"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of MCG, the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Samuel G. Rubenstein
General Counsel, Executive Vice-President
and Corporate Secretary
MCG Capital Corporation

Date: October 29, 2004

VERIFICATION

STATE OF New York

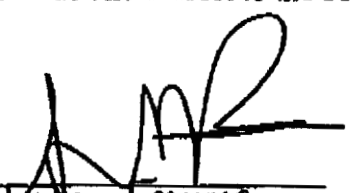
§

CITY OF New York

§

§

I, Stephan Fromme, hereby state that I am Vice President & Treasurer of Broadview Network Holdings, Inc.; that I am authorized to make this Verification on behalf of Broadview Network Holdings, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

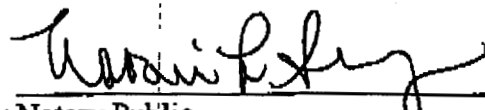

[NAME] Stephan Fromme
[TITLE] Vice President & Treasurer
Broadview Network Holdings, Inc.

Stephan Fromme
Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 29th day of October, 2004.

NAOMI L. SINGER
NOTARY PUBLIC-STATE OF NEW YORK
No. 02516109843

Qualified in New York County
Commission Expires May 24, 2008


Notary Public

My commission expires: _____